



*Alison A. Minea
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February 7, 2012

EX PARTE PRESENTATION

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: Ex Parte Presentation in IB Docket No. 11-150, *DISH Network Corporation Files to Acquire Control of Licenses and Authorizations Held By New DBSD Satellite Services G.P., Debtor-in-Possession and TerreStar License Inc., Debtor-in-Possession*; IB Docket No. 11-149, *New DBSD Satellite Service G.P., Debtor-in-Possession, and TerreStar Licensee Inc., Debtor-in-Possession, Request for Rule Waivers and Modified Ancillary Terrestrial Component Authority*

Dear Ms. Dortch:

DISH Network Corporation ("DISH") is pleased to inform the Federal Communications Commission that Industry Canada has approved the transfer of the radio licenses held by TerreStar Networks Inc.'s two Canadian subsidiaries, TerreStar Networks (Canada) Inc. and 0887729 B.C. Ltd., to DISH's wholly owned subsidiary, Gamma Acquisition Canada ULC. In approving the transfers, Industry Canada reached the conclusion that they would be in the public interest in light of "the capacity that would be available in Canada," among other reasons. Copies of the approvals are attached hereto.

DISH believes that the record fully demonstrates that immediate FCC approval of the transactions and associated waivers will enable DISH to move forward with its planned wireless initiatives, which will be a win for consumers, competition, infrastructure investment, and American jobs.

Respectfully submitted,

/s/ Alison A. Minea

Alison A. Minea

Enclosures

cc: Paul de Sa
Mindel de la Torre

Gardner Foster
Rick Kaplan
Zachary Katz
John Leibovitz
Amy Levine
Rod Porter



300 Slater Street
Ottawa, Ontario
K1A 0C8

Our File: 46215-1 (266237 AT)

FEB 06 2012

Mr. R. Stanton Dodge
Executive Vice-President
& General Counsel
Gamma Acquisition Canada ULC
1035 Laurier Avenue W., 2nd floor
Outremont, Quebec
H2V 2L1

Dear Mr. Dodge:

I refer to the request of August 22, 2011 from TerreStar Networks (Canada) Inc. and 0887729 B.C. Ltd. seeking approval to transfer the radio authorizations issued by the Department set out in the Annex attached hereto to Gamma Acquisition Canada ULC (Gamma Canada). I also refer to the additional correspondence of November 28, 2011 and December 12, 2011.

In considering the request, we took into account the potential for benefits to Canadians, in particular the capacity that would be available in Canada and continuity of service to existing users. We note from the submissions that Gamma Canada will designate capacity on the TerreStar-1 satellite for Canadian use. We also note that Gamma Canada will assume the Wholesale Satellite Capacity Agreement and will provide capacity to TerreStar Solutions. Given the above, we have concluded that it would be in the public interest to approve the transfer.

Accordingly, I am pleased to grant Gamma Canada the enclosed approval in principle for the use of the radio spectrum to provide MSS in Canada. This approval is also subject to Gamma Canada's commitment of designating 10% of the capacity on the TerreStar-1 satellite on an on-going basis for provision of mobile satellite service in Canada under the conditions set out in the correspondence of December 12, 2011, and to Gamma Canada's assumption of the Wholesale Satellite Capacity Agreement as contemplated in section 7.2 (b)(iii) of the Purchase Agreement.

Please note that the conditions of licence also require that Gamma Canada notify the Department in advance of any material changes to arrangements for providing MSS in Canada, including changes to the Wholesale Satellite Capacity Agreement.

Please notify the Department once the transaction has been completed and the Wholesale Satellite Capacity Agreement has been assumed. The Department will then re-issue the radio authorizations to Gamma Canada.

If you have any questions with regards to this letter, please contact Alexandra Toma at 613-998-5118.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'S. Beaumier', with a stylized flourish at the end.

Chantal Beaumier
Director, Space Services

c.c. Jan Skora, TerreStar Solutions
Michael Koch, Goodmans LLP
Kirsten Embree, Fraser Milner Casgrain LLP

Annex

**Authorizations held by
TerreStar Networks (Canada) Inc. and 0887729 B.C. Ltd.**

Licensee Name	Type of Authorization	Satellite/Station Location	Licence /File #
TerreStar Networks (Canada) Inc.	Radio Station Authorization	TerreStar-1	62415-1 (185786 RH)
TerreStar Networks (Canada) Inc.	MSS Spectrum Authorization	TerreStar-1	46208-1 (193412 AT)
0887729 B.C. Ltd.	Radio Licence	Burns Lake, BC	5077422
0887729 B.C. Ltd.	Radio Licence	Valleyview, AB	5077423
0887729 B.C. Ltd.	Radio Licence	Dafoe, SK	5077424
0887729 B.C. Ltd.	Radio Licence	Pickle Lake, ON	5077425
0887729 B.C. Ltd.	Radio Licence	Madoc, ON	5077426
0887729 B.C. Ltd.	Radio Licence	Allan Park, ON	5077139



300 Slater Street
Ottawa, Ontario
K1A 0C8

Our File: 62415-1 (266238 AT)

FEB 06 2012

Mr. R. Stanton Dodge
Executive Vice-President
& General Counsel
Gamma Acquisition Canada ULC
1035 Laurier Avenue W., 2nd floor
Outremont, Quebec
H2V 2L1

Dear Mr. Dodge:

I refer to my letter of February 6, 2011 granting an approval to transfer the authorizations listed in the Annex of that letter, to Gamma Acquisition Canada ULC (Gamma Canada).

Taking the above into account, this letter constitutes Gamma Canada's approval in principle for the use of the following frequency bands for the provision of mobile satellite services in Canada:

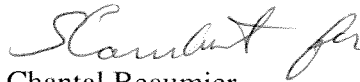
Spectrum Designation/Radio Frequency Band	Use
2 GHz band: 2000-2010 MHz, 2190-2200 MHz	Service to subscriber stations
Allotment Ku band: 10.70-10.95, 11.2-11.45 GHz (s-E) and 12.75-13.25 GHz (E-s)	Feeder links and TT&C operations
Extended Ku band: 13.75-13.753 GHz (E-s)	Emergency telecommand and transfer orbit services

.../2

This approval in principle is subject to the attached conditions of licence and will come into effect upon completion of the transaction. The conditions of licence applicable to the provision of mobile satellite services using the 2 GHz spectrum are set out in Annex A. As well, the conditions of licence applicable to the operation of feederlinks and TT&C using the allotment Ku and Extended Ku spectrum are set out in Annex B.

If you have any questions with regards to this letter, please contact Alexandra Toma at 613-998-5118.

Yours sincerely,


Chantal Beaumier
Director, Space Services

c.c. Jan Skora, TerreStar Solutions
Michael Koch, Goodmans LLP
Kirsten Embree, Fraser Milner Casgrain LLP

Enclosure

**Gamma Acquisition Canada ULC.
Conditions of Licence to use 2 GHz spectrum to provide
Mobile Satellite Services in Canada via the TerreStar-1 Satellite**

1. Eligibility

Gamma Acquisition Canada ULC. (Gamma Canada) shall conform with eligibility criteria as set out for a radiocommunication carrier in section 10(2)(d) of the *Radiocommunication Regulations*.

2. Licence Transferability

This spectrum licence may not be transferred or assigned without a full review of the application by the Department and authorization of the Minister. For clarification, and without limiting the generality of the foregoing, “transfer” includes any leasing, sub-leasing or other disposition of the rights and obligations of the licences, and also includes any change which would have a material effect on the ownership or control in fact of Gamma Canada.

3. Laws, Regulations, and Other Obligations

- a) Gamma Canada is subject to and shall comply with the ITU *Radio Regulations*, the Canadian *Radiocommunication Act* and the *Radiocommunication Regulations*, and Canada’s spectrum policies pertaining to its authorized radio frequency bands and satellite orbital position.
- b) The operation of the facilities and services being provided shall be in conformity with relevant Canadian laws and regulations.
- c) Gamma Canada shall operate the satellite as a Canadian radiocommunication carrier and shall offer the satellite services or capacity on a non-discriminatory basis.

4. Service to Canada

- a) Gamma Canada shall make fair and reasonable efforts to provide mobile satellite services to all regions of Canada within the coverage contour and service availability of the TerreStar-1 satellite.
- b) Gamma Canada shall notify the Department of any material changes to arrangements for providing mobile satellite services in Canada.

5. Research and Development

Gamma Canada shall invest a minimum of 2 percent of its adjusted gross revenues resulting from the provision of mobile satellite services via the TerreStar-1 satellite on satellite-related research and development activities. This investment may be averaged over five year periods, with the first averaging period beginning with the commencement of service provision in Canada.

Eligible research and development is that which meets the definition adopted by the Canada Revenue Agency. Adjusted gross revenues are defined as total service revenues less intercarrier payments, bad debts, third party commissions and provincial and goods and services taxes collected.

Licensees with less than \$5 million in annual gross operating revenues are exempt from research and development expenditure requirements, except where they have affiliations with licensees that hold other licences with the research and development condition of licence and where the total annual gross revenues of the affiliated licensees are greater than \$5 million.

6. Lawful Interception

a) Gamma Canada shall provide and maintain lawful interception capabilities as authorized by law. The requirements for lawful interception capabilities are provided in the Solicitor General publication entitled *Enforcement Standards for Lawful Interception of Telecommunications*. These standards may be periodically amended following consultation with the Minister of Public Safety Canada and the licensees.

b) Gamma Canada may request the Minister to forbear from enforcing certain assistance capability requirements for a limited period. The Minister, following consultation with the Minister of Public Safety Canada, may exercise his power to forbear from enforcing a requirement or requirements where in the opinion of the Minister, the requirement(s) is (are) not reasonably achievable. Forbearance requests shall include specific details and dates when compliance to requirement(s) can be expected.

7. Subscriber Earth Stations

a) Subscriber earth stations are authorized to operate in Canada only. Any roaming into other countries shall respect the licensing regimes of those countries. To ensure compliance, Gamma Canada shall provide its subscribers with a copy of this condition.

b) Subscriber earth stations shall meet all applicable Canadian radio equipment standards and be certified for use in Canada.

c) Subscriber earth stations shall comply with Health Canada's *Limits of Human Exposure to Radiofrequency Electromagnetic Fields in the Frequency Range from 3 kHz to 300 GHz - Safety Code 6*.

8. Environmental Protection of the Geostationary Orbit

The satellite, at the end of its life, shall be removed from the geostationary satellite orbit region in a manner consistent with Recommendation ITU-R S.1003-2 *Environmental Protection of the Geostationary Satellite Orbit*.

9. Operational Frequency Requirements

The satellite shall be coordinated internationally prior to commencement of operation, and be notified to the ITU. To this end, Gamma Canada shall, at its own expense:

- participate with the Department to successfully complete the procedures of Articles 9 and 11 of the ITU *Radio Regulations* to coordinate and notify the 2 GHz band frequency assignments of the satellite network;
- provide the Department, in a form acceptable to the ITU, with any required information; and
- be responsible for the payment of all ITU processing charges related to the submission of this information.

Gamma Canada shall fulfill all commitments made by Canada pursuant to all international coordination arrangements and agreements for the operation of its mobile satellite network at the 111.1°W orbital position.

10. Annual Reports

Gamma Canada shall submit an annual report for each year of operation indicating continued compliance with these conditions, including:

- an update on the status of the mobile satellite service, including the relative growth of the services provided, and the numbers of fixed and mobile subscriber stations operating within Canada;
- a statement of gross operating revenues and, where applicable, under condition 5 above a statement of adjusted gross revenues, and an audited statement of research and development expenditures; and

- a copy of any existing corporate annual report for your fiscal year with respect to this authorization.

These reports are to be submitted in writing within 120 days of your fiscal year end to the Manager, Satellite Authorization Policy, Space Services, Engineering, Planning and Standards Branch.

11. Licence Fees

Gamma Canada shall pay the applicable annual authorization fees on or before March 31 of each year.

**Gamma Acquisition Canada ULC.
Conditions of licence applicable to the operation of
Feederlinks and TT&C using the allotment Ku and Extended Ku spectrum**

1. Eligibility

Gamma Acquisition Canada ULC. (Gamma Canada) shall conform on an ongoing basis with Canadian eligibility requirements as set out for a radiocommunication carrier in section 10(2) of the *Radiocommunication Regulations*.

2. Licence Transferability

This spectrum licence may not be transferred or assigned without a full review of the application by the Department and authorization of the Minister. For clarification, and without limiting the generality of the foregoing, “transfer” includes any leasing, sub-leasing or other disposition of the rights and obligations of the licences, and also includes any change which would have a material effect on the ownership or control in fact of Gamma Canada.

3. Laws, Regulations, and Other Obligations

a) Gamma Canada is subject to and must comply with the ITU *Radio Regulations*, the Canadian *Radiocommunication Act* and the *Radiocommunication Regulations*, and Canada’s spectrum policies pertaining to its authorized radio frequency bands and satellite orbital positions.

b) The operation of the facilities and services being provided shall be in conformity with relevant Canadian laws and regulations.

4. Direction or Control of Spacecraft

Gamma Canada shall ensure the satellite is under the direction or control of a Canadian entity as set out in section 3(3)(b) of the *Radiocommunication Act*.

5. Orbital Debris Mitigation

The satellite, at the end of its life, shall be removed from the geostationary satellite orbit region in a manner consistent with Recommendation ITU-R S.1003-2 *Environmental Protection of the Geostationary Satellite Orbit*.

6. Domestic Satellite Coordination

Gamma Canada shall coordinate the satellite network with other potentially affected Canadian satellite and terrestrial services, and the satellite must be operated in a manner consistent with any arrangements made to facilitate domestic satellite coordination.

7. International Coordination of Satellite

The satellite must be coordinated internationally prior to commencement of operation, and be notified to the ITU. To this end, Gamma Canada shall, at its own expense:

- participate with the Department to successfully complete the procedures of Appendix 30B of the ITU *Radio Regulations* to incorporate the characteristics of the allotment Ku frequency assignments of the satellite network in the Appendix 30B List;
- participate with the Department to successfully complete the procedures of Articles 9 and 11 of the ITU *Radio Regulations* to coordinate and notify the extended Ku bands frequency assignments of the satellite network;
- provide the Department, in a form acceptable to the ITU, with any required information; and
- be responsible for the payment of all ITU processing charges related to the submission of this information.

Gamma Canada shall fulfill all commitments made by Canada pursuant to all international coordination arrangements and agreements for the operation of its mobile satellite network in the 111.1°W orbital position.

8. Reporting

Gamma Canada shall provide the Department with a detailed annual report outlining progress made in all areas respecting the approved satellite project, including

- an update indicating continued compliance with all licence conditions;
- an update on any coordination negotiations undertaken pursuant to conditions 6 and 7; and
- copies of any existing annual report for Gamma Canada's fiscal year with respect to this authorization;

These annual reports are to be submitted, in writing, to the Director, Space Services, Engineering, Planning and Standards Branch.

9. Earth Station Licensing

All earth stations in Canada communicating with the satellite using frequencies authorized by this licence, except those exempted from the licensing requirement pursuant to the *Radiocommunication Act* and *Radiocommunication Regulations*, shall be licensed prior to operation pursuant to Client Procedure Circular, *CPC-2-6-01, Procedure for the Submission of Applications to License Fixed Earth Stations and to Approve the Use of Foreign Fixed Satellite Service (FSS) Satellites in Canada*.

10. Traffic Reports

Gamma Canada must submit a traffic report for the satellite at the commencement of operations and every six months thereafter, indicating the channel capacity of each assigned feeder link transmit and receive frequency in terms of the number of telephone channels carried on each frequency, or telephone channel equivalencies as determined by application of section 58 of the *Radiocommunication Regulations* including all supporting information used to make this determination. These reports are to be submitted, in writing, to the Manager, Satellite Authorization Policy, Space Services, Engineering, Planning and Standards Branch.

11. Payment of Licence Fees

Gamma Canada must pay the applicable annual radio authorization fees on or before March 31 of each year.